

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO**

IN RE	§	CASE NO. 01-10779-SA
	§	Chapter 7
FURR'S SUPERMARKETS, INC.	§	
	§	Date: January 31, 2002
Debtor.	§	Time: 1:30 p.m.

**STIPULATED ORDER APPROVING FIRST AND FINAL APPLICATION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED BY PRICEWATERHOUSECOOPERS, LLP AS
FINANCIAL ADVISORS FOR THE DEBTOR FOR THE PERIOD
FEBRUARY 8, 2001 THROUGH MAY 31, 2001**

TO THE HONORABLE JAMES S. STARZYNSKI, UNITED STATES BANKRUPTCY JUDGE:

The Court having considered the First and Final Application For Allowance of Compensation and Reimbursement of Expenses Incurred By PricewaterhouseCoopers, LLP as Financial Advisors For the Debtor For the Period February 8, 2001 Through May 31, 2001 (the "PwC Fee Application") and the objections filed thereto by the Debtor and the Office of the United States Trustee (the "Objections"); the Court being advised that PricewaterhouseCoopers, LLP ("PwC"), the Debtor and the Office of the United States Trustee have resolved the Objections pursuant to the terms of this Stipulated Order; the Court finding notice of the PwC Application was sufficient; the Court hereby APPROVES the PwC Application as described herein, and finds and orders that:

1. On February 8, 2001 (the "Petition Date"), the Debtor filed a voluntary petition under chapter 11 of the United States Bankruptcy Code. On the Petition Date, the Debtor filed its Application for Order Under 11 U.S.C. 327(a) and Fed. R. Bank. P. 2014 Authorizing the Employment of PricewaterhouseCoopers, LLP as the Debtor's Financial Consultants (the "PwC Retention Application"). On the Petition Date, PwC had a retainer of \$61,782.25 (the "Retainer").

2. On June 27, 2001, the Court entered its Order Granting Motion to Employ PricewaterhouseCoopers LLP as Debtor's Financial Consultant.

3. On November 16, 2001, PwC filed its First and Final Application For Allowance of Compensation and Reimbursement of Expenses Incurred by PricewaterhouseCoopers LLP as Financial Advisors For the Debtors For the Period February 8, 2001 Through May 31, 2001 (the "PwC Final Fee Application"). In the PwC Fee Application, PwC sought compensation for fees in the amount of \$529,552.50 and reimbursement of expenses in the amount \$43,856.94, for a total application of \$573,409.44.

4. On December 6, 2001, the Debtor filed its Objection to PricewaterhouseCoopers LLP's First and Final Fee Application (the "Debtor's Objection").

5. On December 7, 2001, the Office of the United States Trustee filed its Objection to Fee Application By First and Final Application For Allowance of Compensation By PricewaterhouseCoopers LLP as Financial Advisors For the Debtor (the "UST's Objection").

6. On December 19, 2001, the Court entered its Order of Conversion to Chapter 7, converting the Debtor's bankruptcy case to chapter 7.

7. On December 19, 2001, the Office of the United States Trustee filed its Notice of Appointment and Designation of Required Bond, appointing Yvette Gonzales as chapter 7 trustee (the "Trustee").

8. The Trustee adopted, and proceeded with, the Debtor's Objection.

9. PwC, the Office of the United States Trustee and the Trustee, in order to avoid the expense and uncertainty of trial, and in order to prevent the accrual of further administrative costs

on the Debtor's estate, agreed to a voluntary reduction of the PwC Fee Application in the amount of \$100,000. It is therefore

ORDERED that the PwC Fee Application is APPROVED, as modified herein; and it is further

ORDERED that PwC has an allowed chapter 11 administrative expense claim (the "Allowed Claim") in this bankruptcy proceeding for professional fees and expenses pursuant to 11 U.S.C. §§ 330(a) and 503(b)(1) in the total amount of \$393,409.44; and it is further

ORDERED that PwC may immediately apply the Retainer in partial satisfaction of its Allowed Claim.

SIGNED this _____ day of _____, 2002.


UNITED STATES BANKRUPTCY JUDGE

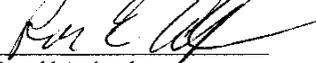
Approved:

PRICEWATERHOUSECOOPERS, LLP

Approved electronically 1/29/02 RJA

Blaine F. Bates
HAYNES AND BOONE, LLP
1000 Louisiana, Suite 4300
Houston, Texas 77002
(713) 547-2100 (telephone)
(713) 236-5633 (fax)

OFFICE OF THE U.S. TRUSTEE



Ronald Andazola
Assistant U.S. Trustee
421 Gold Avenue, Room 112
Albuquerque, New Mexico 87102
(505) 248-6549 (telephone)
(505) 248-6558 (fax)

CHAPTER 7 TRUSTEE

Approved electronically by Yvette Romales, Trustee RJA

Robert Jacobvitz
JACOBVITZ THUMA & WALKER
300 University Blvd, Suite 1000
Albuquerque, NM 87102
(505) 766-9272 (telephone)
(505) 766-9287 (fax)

I hereby certify that a true and correct copy of the foregoing was either electronically transmitted, faxed, delivered or mailed to the listed counsel and parties on:

JAN 30 2002

Mary B. Anderson